

SOW data: see page
2 (signature page)

SCHEDULE - 6

CON-23876

Trainer: Duke Corporate Education, Inc.

Schedule No : 6

This Schedule is issued pursuant to the Master Agreement for Training Services between Lehman Brothers Inc. and the above-named Trainer dated February 1, 2004 (the "Agreement"). Any term not otherwise defined herein shall have the meaning specified in the Agreement.

Name of Employee:	<u>Pete Gerend, Beth Campbell</u>		
SSN of Employee:	<u>361-72-3500, 400-15-8913</u>		
Engagement Start Date:	<u>April 1, 2008</u>	End Date:	<u>December 31, 2008</u>
Lehman Project Manager:	<u>Christina Miller</u>		
Trainer Project Manager:	<u>Pete Gerend</u>		
Service Location:	<u>VARIOUS LOCATIONS</u>		

Status Reports:

N/A

Complete A or B Below:

- A) Fixed Price Project: 1.) VP/Assoc. Selling & Relationship Management \$16,950.00;
2.) VP Development \$201,200.00;
3.) SVP Development \$277,675.00.

Scheduled Completion Date: December 31, 2008

Design: SVP Development (SVPD): Not to exceed \$20,150.00 unless otherwise agreed by the parties in writing. Design will be billed as incurred.

Travel & Expense: 1.) VP/AssocS: Not to exceed \$1,875.00;
2.) VPD: Not to exceed \$12,500.00;
3.) SVPD: Not to exceed \$37,500.00.

All travel expenses will be billed to Lehman Brothers at cost. Trainer shall adhere to Lehman Brothers T&E policies.

Materials: VPD: Not to exceed \$5,000.00. Materials will be billed as incurred.
SVPD: Not to exceed \$5,000.00. Materials will be billed as incurred.

Delivery compensation:

VP/Assoc. Sales Programs:

Delivery Total: \$13,950.00*
Program Admin: \$3,000.00
Number of Programs: 1
Grand Total: \$16,950.00

VP Development Programs:

Delivery Total: \$183,200.00
Program Admin: \$18,000.00
Number of Programs: 2
Grand Total: \$201,200.00

SVP Development Programs:

Design Total: \$20,150.00
Delivery Total: \$223,400.00*
Program Admin: \$34,125.00
Number of Programs: 3
Grand Total: \$277,675.00

*Note: The Delivery Total is inclusive of Cancellation fees for program(s).

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2008 Per Diem: Not applicable

Rate Charged to Lehman: \$ _____

Trainer must submit time tracking sheets as such are referenced in the Agreement in order to be reimbursed for all time and material charges.

See Attachment A for a complete description of the services, deliverables and/or other tasks to be accomplished, a listing of the documentation to be provided, the milestone or implementation schedule, a schedule of payments applicable to this Schedule and any other mutually agreeable information

DUKE CORPORATE EDUCATION, INC.

By: Beth A Campbell

Name: Beth A Campbell
(Type or Print)

Title: Program Manager

Date: 6/18/08

LEHMAN BROTHERS INC

By: [Signature]

Name: PATRICK COSTER
(Type or Print)

Title: AUTHORIZED SIGNATORY

Date: 6.19.2008

Basic SOW data for Knet

ESA: 1 Feb 2004

SOW date: 1 April 2008 (terminates 31 December 2008)

Solomon ID: multiple; see notes

Tasks: see notes

Signers: Beth Campbell & Patrick Coster

Notes:

SOW covers deliveries in 3 programs. Lehman has postponed and cancelled most of them, but because they did it quite late, Duke CE will still charge them fees. The amounts given in the SOW are no longer correct, but the delivery numbers listed in the PFW still are. (The dates, of course, are irrelevant).

LEH001359504: VP/Assoc Sales

CANCELLED: deliveries 010, 011, 013 (VPAS 1-3): fees to be determined

still active: delivery 021 (VPAS 4, July 22 - London) (re-scheduled from delivery 012)

deliveries covered: 010-013, 021

LEH001359310: SVP development

delivery 006 (SVPD 1, April 1 - 3): completed as planned

POSTPONED: delivery 007 (SVPD 2) became delivery 010, now cancelled

CANCELLED: deliveries 008-009 (SVPD 3, 360 Coaching - London & NY): fees to be assessed

CANCELLED: delivery 010 (SVPD 2, Aug 19 -21): fees to be assessed

deliveries covered: 006-010

LEH001359204: VP Development

deliveries 017-018 (VPD 1, July 15 - 18; VPD 2, Sept 23 - 26): fees to be assessed for 017; none for 018

deliveries covered: 017-018

JFG 26 June 2008

ATTACHMENT A TO SCHEDULE

CON-28875

1.) Sales & Relationship Management (VP/Assoc.):

Description of Services and/or Deliverables:

Trainer will deliver 1 unique 1-day program (VP/Assoc) addressing Sales and Relationship Management as described below:

- Focus on the programs will be across the areas of Institutionalizing the Relationship, Relationship Management, Relationship Development, and Selling.
- Participant groups will be across Lines of Business.
- Highly engaging, fast paced, forward-looking rather than remedial in tone and cause reflection on the part of participants.
- Recognition of personal responsibility toward building a higher standard of selling and relationship management expertise in the firm

High level outcomes for this program include:

- Improve overall client focus capability
- Institutionalize a client focus mindset

Milestone/Implementation Schedule:

Program	2008 Dates
VPAS-1	April 9-- CANCELLED
VPAS-2	April 17-- CANCELLED
VPAS-3	May 7-- CANCELLED
VPAS-4	July 22 London

2.) Development (SVP/VP):

Description of Services and/or Deliverables:

Trainer will design/re-design programs as follows and deliver such programs to Lehman:

- Update/re-design SVP Development program as requested

Trainer will deliver 2 unique 4-day programs (1 program for each level -- SVPs, VPs) addressing Development as described below:

- Comprehensive and personalized in order to enhance participant connection with the Firm.
- Provide participants an opportunity to network with colleagues from across the Firm as well as practice core leadership and client skills crucial to their success as future leaders.
- Focus on the Culture and History of the Firm through interaction and exposure to senior leaders, as well as self awareness as it relates to interacting with others and working on teams, career vision and development.
- Participants will work on core leadership and client skills through a combination of lecture, experiential exercises, and role plays.

Milestone/Implementation Schedule:

Program	2008 Dates
SVPD-1	April 1 - 3
SVPD-2	June 10 - 12-- POSTPONED
SVPD-2	Aug 19 - 21
VPD-1	July 15 - 18
VPD-2	Sept 23 - 26
SVPD-3	360 Coaching - London & NY

Schedule of Payments (if applicable):

Fees to be invoiced monthly as incurred

Other Additional Terms and Conditions (for Purposes of this Schedule Only):

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Cancellation Policy.

Design and Development - Lehman shall have the right to terminate this Schedule 6 at any time, for any or no reason. In the event of such termination, the Trainer shall be paid for work done hereunder (including reasonable out-of-pocket expenses) to the effective date of termination. Upon termination the Trainer will discontinue immediately any activity not expressly authorized in writing by Lehman. Lehman will reject and not pay any invoice for work produced after a termination notice is received by the Trainer unless Lehman has authorized such work in writing.

Delivery Program - If Lehman postpones or cancels any delivery program within 45 days of its scheduled start date, Lehman will pay the Trainer a cancellation fee in accordance with the following:

- a. If cancellation or postponement occurs 30 days or less before the scheduled start date, the cancellation fee is 50% of the delivery compensation.
- b. If cancellation or postponement occurs more than 30 days but 45 days or less before the scheduled start date, the cancellation fee is 25% of the delivery compensation.
- c. If cancellation or postponement occurs outside of 45 days, Lehman will reimburse the Trainer for any pre-approved and actually incurred documented expenses, provided that the Trainer has made every possible best effort to mitigate such documented expenses. Lehman will not pay the Trainer any further cancellation fee.

Materials.

SYP Development Program - The Trainer shall loan Lehman materials and equipment for the programs outlined above as necessary provided that a representative from the Trainer is onsite at the program in the capacity of a Delivery lead. If it is determined that a Delivery Lead is no longer needed onsite at program deliveries, all materials loaned by the Trainer shall be shipped back to the Trainer at:

310 Blackwell Street
Durham, NC 27701